

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**THE BOARD OF DIRECTORS' INVITATION**  
**TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**

Sabancı Holding's Extraordinary General Assembly Meeting will be held to discuss the agenda below on **25 December 2023, Monday, at 2.00 PM** at the address of the Company headquarters Sabancı Center, 4. Levent 34330 İstanbul, Türkiye.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and the Company's website ([www.sabanci.com](http://www.sabanci.com)) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website ([www.mkk.com.tr](http://www.mkk.com.tr)).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

Turkish versions of the Regulatory Filing as approved by the Capital Markets Board of Türkiye, the Merger Agreement, the Merger Report, the Independent Valuation Report (also in English as an Executive Summary), Financial Statements of Sabancı Holding for the interim period ended 30.06.2023 with Special Independent Audit Report, Real Estate Appraisal Reports, and Information Document regarding General Assembly Meeting (also in English) are made available for the shareholders examination at least 30 days before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website ([www.mkk.com.tr](http://www.mkk.com.tr)), on the "Investor Relations" section of the Company's website ([www.sabanci.com](http://www.sabanci.com)), and on Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)), as well as at the above-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

**Güler SABANCI**  
H.Ö. Sabancı Holding A.Ş.  
Chairperson

**Cenk ALPER**  
H.Ö. Sabancı Holding A.Ş.  
Member and CEO

**Annex: 1) Agenda for the Extraordinary General Assembly Meeting**  
**2) Proxy Form**

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**AGENDA FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 25 DECEMBER 2023, AT 2.00 P.M.**

1. Opening and formation of the Meeting Council,
2. Informing the shareholders of the contemplated merger, through which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. be acquired by Sabancı Holding as a whole, within the framework of the Turkish Commercial Code No. 6102 and Capital Markets Legislation,
3. Reading, discussion and approval of the special audited consolidated financial statements of Sabancı Holding for the interim period ended 30.06.2023, which are taken as a basis for the merger transaction,
4. Discussion and approval of the Merger Agreement and the Merger Report prepared in accordance with the provisions of the Capital Markets Legislation, the Turkish Commercial Code, the Corporate Tax Law No. 5520, and other relevant legislation,
5. Discussion and approval of the capital increase and the proposed amendments to Article 10 of the Articles of Association of Sabancı Holding within the scope of the merger,
6. Wishes and remarks.

**PROXY FORM**  
**HACI ÖMER SABANCI HOLDİNG A.Ş.**

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Extraordinary General Assembly Meeting of Hacı Ömer Sabancı Holding A.Ş. that will convene on December 25, 2023, Monday at 14:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL, TÜRKİYE.

**The Attorney's (\*);**

Name Surname / Trade Name :  
TR ID Number/ Tax ID Number, Trade Register  
and Number and MERSİS Number :

(\*).Foreign shareholders should submit the equivalent information mentioned above.

**A) SCOPE OF REPRESENTATION**

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

**1. About the agenda items of General Assembly;**

- a) The attorney is authorized to vote according to his/her opinion.  
b) The attorney is authorized to vote on proposals of the attorney partnership management.  
c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Council			
2. Informing the shareholders of the contemplated merger, through which all of the assets and liabilities of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. be acquired by Sabancı Holding as a whole, within the framework of the Turkish Commercial Code No. 6102 and Capital Markets Legislation			
3. Reading, discussion and approval of the special audited consolidated financial statements of Sabancı Holding for the interim period ended 30.06.2023, which are taken as a basis for the merger transaction			
4. Discussion and approval of the Merger Agreement and the Merger Report prepared in accordance with the provisions of the Capital Markets Legislation, the Turkish Commercial Code, the Corporate Tax Law No. 5520, and other relevant legislation			
5. Discussion and approval of the capital increase and the proposed amendments to Article 10 of the Articles of Association of Sabancı Holding within the scope of the merger			
6. Wishes and remarks			

(\*). All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.  
b) The attorney is not authorized to vote on these matters.  
c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction;** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as below**

- a) Order and Serial (\*):  
b) Number/Group (\*\*):  
c) Amount-Nominal Value :  
ç) Privilege on Vote or not:  
d) Bearer- Registered (\*):  
e) Ratio of the total shares/voting rights of the shareholder:

(\*). Such information is not required for dematerialized shares.

(\*\*) For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**SHAREHOLDER'S (\*);**

Name Surname OR Tittle :  
TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :  
Address :  
Signature :

(\*).Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE